

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(NORTHERN DIVISION)**

DUTY FREE AMERICAS, INC.,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. CCB 03 CV 432
)	
PROSERVE CORPORATION, et al.)	
)	
Defendants)	
)	

STIPULATION AND REQUEST FOR CONSENT ORDER

COMES NOW, Plaintiff Duty Free Americas, Inc. ("Duty Free"), and Defendants ProServe Corporation and Joseph M. Aragon, by the undersigned counsel, and stipulate as follows:

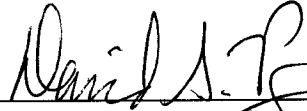
1. Duty Free consents to the Defendants' request to transfer this action to the US District Court for the District of Colorado;
2. The counterclaims asserted against Mr. Falic in this action shall be withdrawn without prejudice, the parties recognizing that claims against him in Colorado state court remain pending; and
3. The parties hereby consent that any party may amend its pleadings within 60 days of the case being docketed in the US District Court for the District of Colorado.

The parties request the court's approval of the attached Order.

[Signature Page Follows]

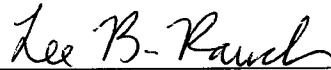
Dated: 4/21/03

Respectfully submitted,



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ProServe Corporation and
Joseph M. Aragon

(Signed by David S. Panzer with permission
of Lee B. Rauch)

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Defendants)	
)	

ORDER

Upon consideration of Defendant, ProServe Corporation's, Motion to Transfer Venue, supporting memorandum, and the parties' stipulation filed on April 21, 2003, it is this ____ day of _____, 2003, by the U.S. District Court for the District of Maryland, ordered:

- (1) That Defendant, ProServe Corporation's counterclaim against Simon Falic be, and the same hereby is, dismissed without prejudice;
- (2) That Defendant, ProServe Corporation's, Motion to Transfer Venue be, and the same hereby is, granted;
- (3) That this action, in its entirety, including all remaining claims and counterclaims, be, and the same hereby is, transferred to by the U.S. District Court for the District of Colorado;
- (4) That any party may amend its pleadings within 60 days of the case being docketed in the U.S. District Court for the District of Colorado; and
- (5) That the Clerk of the Court shall serve a copy of this Order to all parties.

Catherine C. Blake, Judge